
US EXECUTIVE APPROVAL FORM**CUSTOMER NAME: Kroll Factual Data Inc****PARTNER/VAD NAME:****SECTION I - Approval Requests:****New HOAPP Request:**

Requesting approval to lower ebus suite minimum to 5%. Factual Data has been acquired by Kroll. At some point in the future, the Factual Data licenses may be assigned to Kroll. The user counts being licensed easily meet the 10% level for Factual Data. At current licensing levels and employee counts, they would be very close to meeting the 10% minimum for Kroll. However, several Kroll subsidiaries employ security personnel and clerical workers that would never use the applications. Kroll is concerned that if these portions of the business grow substantially, they could be forced to license many more users than they need due to the 10% minimum. We are attempting to sign today and this has been identified as the last remaining issue on the license contract.

HOAPP Requests: Note new requests and previously approved requests below. Customer has committed to

New Requests: The Parent Company of Kroll Factual Data Inc, has reviewed the following changes with Oracle Legal and the following language and changes are requested.

1. **Indemnification:** Add the following before the first sentence of the second paragraph: "We will reimburse your reasonable attorney fees approved by us in writing incurred in providing such assistance."

2. **Technical Support:** insert the following after the word "notified" in the 2nd sentence of the 2nd paragraph: "12 months"

3. **End of Agreement:**

- Add the following to the end of the first sentence: "provided however, that such 30-day period shall be automatically extended, one time, if the breach is of a nature which cannot be corrected within such 30-day period (provided that the breach does not involve Oracle's intellectual property rights and you are using your best efforts to correct such breach)."
- In the 3rd sentence, replace the word "default" with the following: "breach"

4. **Nondisclosure:** replace the 2nd paragraph with the following: "The parties agree that the Mutual Confidentiality Agreement executed by the parties effective June 6, 2003 shall govern the protection of confidential information exchanged between the parties."

5. **Assignment:** "Upon advance written notice to Oracle and provided that you have continuously maintained Software Updates, you may assign your rights under this ordering document to your parent company, Kroll Inc.

6. **Customer Reference:**

Add the following to the end of the first sentence: "upon your prior consent which shall not be unreasonably withheld"



7. **Customer Definition:** Krull Factual Data will be merging their business operations with a sister organization and will be ran out of Loveland, CO. They are requesting to list the sister company under the customer definition and on the exhibit page. They will still be well above the 10% minimum for E-Business Suite Licensing with the combined employee count. Additional sister company is listed below.

Kroll Background America, Inc.
1900 Church Street, Suite 400
Nashville, TN 37203

Previously approved requests within same quarter for same deal 9/10/03:

HQAPP Requests:

- 1) Change to Customer definition to include Franchisees - See Justification note A below.

"Right to Use. For purposes of this ordering document, your franchisees which are specified on the attached Franchisee Exhibit as of the effective date of this ordering document, shall have the limited right to use the programs and receive any services you ordered solely for your business operations and subject to the terms of this agreement, including the definitions and rules set forth in the order and the program documentation."

- 2) Change to Indemnification Language OLSA – See Justification note B below.

Add the following to the end of the second-to-last sentence of the 2nd paragraph: ", provided however, that you will not indemnify Oracle for combination of programs identified in Oracle's user documentation."

New Justification:

Requesting reapproval for the Factual Data deal that slipped from Q1. Two additional requests have been added based on final legal review.

A) We are requesting a change to the Customer definition to be inclusive of both majority owned subs and Franchisees. Factual Data currently has less than 10 franchisees, which were established in years past. This business practice is no longer a direction of the company but they do need to account for these users. They have a custom front end which the Franchisees access to run credit reports and background checks on for the Franchisees customers. The requests are processed by the proprietary system, which then feeds into Oracle Order Management for pricing and billing. The Franchisees invoices are then generated by Factual Data/Oracle E-Business Suite and then cash is applied by the Franchisees into Oracle AR. They would need limited access to the applications for the AR input and reporting. These Franchises operate under the name and systems of Factual Data and pay a monthly royalty fee to Factual Data. The Oracle E-Business Suite will be combined with Factuals's customer system to provide OM and Billing information as well as AR and Collections activities. These Franchises are not wholly owned subs of Factual but have been accounted for in the user population for this contract.

B) The customer has requested clarification on the "Combination" of programs, which is discussed in the Indemnification section of OLSA. Have reviewed with legal and the following is the proposed change which does not modify the intent but better clarifies for the customer.

Previously approved requests within same quarter for same deal 8/25/03:

HQAPP Requests:

1. Support cap at 4% for renewal years 4&5 (already flat for first 3 renewal years).

Justification: Merger with Kroll finalized on the 21st. Expecting final approval today. Customer is driven to execute contracts in next 24-28 hours to begin project on Sept 1.

Previously approved requests within same quarter for same deal 7/29/03:

Per HQAPP: "Approved as requested with contractual limitation on OM usage to input from existing OM system."

HQAPP Requests:

1. Store + 45 = 70% Discount E Business Suite and Components as follows: Advanced Pricing, Electronic Order (and Electronic Order Advanced Pricing), iReceivables, iRecruitment, Incentive Compensation
2. Store + 73 = 98% Discount on Electronic Order Lines – E Business Suite Add on- Per Don Klaiss in development "in order to justify the extreme order line discount, I recommend we sell a Restricted Use Electronic Orders license, restricting use to only orders imported directly from Customer's existing order management system."
3. Flat Line Support 3 renewal years
4. Price Hold Items being Licensed (E-Business Suite and Technology) for 3 years

TIER 1 Requests:

5. Store + 45 = 70%, Technology – 9iAS, 9i, Developer Suite, Discover

****Effective discount = 94%**

TIER 2/3 Requests:

6. Customer Definition - (E-Business Suite) Majority owned subs (>50%) with Exhibit
(subs do not agree in writing however customer warrants it has authority to bind subs and will be responsible for any breach)
7. Assignment Language • Allow assignment to an acquiring entity that is assuming all or substantially all assets and liabilities
8. Term OLSA – 3 years
9. Waive CD Pack Fees

SECTION II – Deal Summary:

Deal Summary (modify as deal changes to reflect your worse case)	
Product Mix:	E Business Suite and Components, 9iAS, 9i, IDS, Discoverer
License Discount	70 % (cbiz + 45 %) & Electronic Order Lines 98%
Support Discount	70 % (cbiz + 45 %) & Electronic Order Lines 98%
Comp & Admin Discount	NA
Phased Implementation for Comp & Admin?	See checklist below
Support Options/Holds	3 renewal years
Price Holds	3 years
List License	\$8,243,200
List Support	\$1,813,504
List Comp & Admin	
Net License	\$512,960
Net Support	\$112,851
Net Comp & Admin	

Net Price	\$625,811
Price List Used (specific date)	June 20, 2003

Migrations	
Does deal include migration (y/n)	
Discount on migrated licenses	
Migration support - before	
Migration support - after	

Customer history	
Existing contractual discount (price hold)	%
Date of Price List for price hold	
When does price hold expire?	
Price hold program categories (database, server, erp, crm, hr/payroll, app suite)	
Name of Agreement, if applicable	

SECTION III - Justification:

Factual Data Corp is a \$65 million dollar a year company based in Loveland CO. They provide a wide range of customized information services to the lending industry as well as renter and employment background checking. We have been competing with PeopleSoft and IBM –DB2 in a two month sales cycle.

Factual Data has a custom build web interface to their customers which facilitates the information gathering and deliver to their respective customer. FD is looking to implement a full Financial Suite of applications to facilitate customer management, billing, sales, and receivables. They are an extremely high volume and low dollar transaction organization with an average of about \$3 of revenue per line item. Total Annual order line volume is expected currently at 20,000,000 per year and could grow based on acquisition strategies in the coming 12 months.

We are looking for the above approvals as worst case only and to deal with a dynamic growing company that need predicable costs as the invest in acquisitions and experience native growth over the next 2-3 years.

Factual Data currently utilized IBM's DB2 technology under their custom application and PS is positioning this as advantage. We are under significant pricing pressure from both IBM and PS at this point. Former Oracle rep is now with Peoplesoft and positioning the Oracle Order Line metric as a warning flag for this account due to the growth planned for the future. Hence our request for a 98% discount on the electronic orders, advanced pricing and iReceivables. We are requesting a restricted use for the Factual Data System.

Peoplesoft is offering a comparative solution to our Electronic Order lines and Advance Pricing / iReceivable., product to product. Due to this product mix and price pressure, these pricing concession are needed to stay within the customers required budget and given the product mix we are requesting the special discounts on the Electronic Orders and iRecievables components to the E-Business Suite.

Peoplesoft has also offered flat line support and price protection on licenses for the life of this contract. IBM is also offering a combined proposal with Peoplesoft for the DB2 database at a significant discount, Hence our request for 70% discount on Oracle 9i and 9iAS.

Recommendation: *(leave blank for HQAPP to fill out)*

Submitted By: *Nate Polson, Matt Mills*

Field RM name if submitted by OracleDirect:

R: *(leave blank for HQAPP to fill out)*

C:

L:

A:

BP:

PLEASE NOTE THAT HQAPP WILL NOT REVIEW ANYTHING BELOW AND NOTHING BELOW WAS CONSIDERED FOR THEIR APPROVAL. ONLY DETAILS IN THE REQUEST SECTION (SECTION I) ABOVE WERE CONSIDERED IN THE APPROVAL GRANTED.

SECTION IV – Computer and Admin Services:*(Delete this section if not applicable)***SECTION V – Ordering Document Details****Instructions - Fill in all sections completely.****APPROVAL REQUIREMENTS** - Refer to the Approval Matrix at <http://esource.oraclecorp.com>**PRICING REQUIREMENTS** – Refer to Price List and Price List Supplement for minimums and prerequisites.**PRICING SPREADSHEET** – Include a pricing spreadsheet showing all products, quantities, license types, pricing, and discounts. Indicate if discount for drafting contract differs from approved discount.**MIGRATIONS** - If your deal contains a migration, you must submit a Migration Worksheet to the ELM (eBusiness License Migrations) team. Refer to <http://nafo.us.oracle.com> under the Contract Management tab and e-Business License Migrations header to download the spreadsheet and for additional information.**Note: All business approvals & quotes are valid through the quarter they were approved, unless a formal RFP or Tender requires a longer validity period.**

General Information	
Contract requested by (insert date): 7/25/03 After all approvals are obtained - Allow 24 hours for standard contracts and 48 hours for non-standard contracts.	7/25/03
Opportunity I.D. (OSO Number):	1011347
Is this a ship order?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Deal Structure (indicate Direct, Pass-Through, Sublicense, or Trial License):	Direct
Is this deal the result of a compliance issue that LMS has been involved in?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Does deal contain new licenses with an <i>approved</i> non-supported license type (i.e. metric is not nor ever has been on Oracle's price list):	<input type="checkbox"/> Yes (specify non-supported license type and eBusiness license type used to determine conversion) <input checked="" type="checkbox"/> No
Quote Valid Through (insert date):	Aug 29 2003
Partner (insert name, if applicable)?	Margin or % of net license fees _____
VAD (insert name, if applicable)?	Margin or % of net license fees _____
PARTNER PAYMENT: If this is a direct deal, does it involve a Partner Referral Fee?	<input type="checkbox"/> Yes <input type="checkbox"/> No
If yes, specify payment type:	<input type="checkbox"/> Applications Affiliate Fee <input type="checkbox"/> ROP Fee (<i>GB Use Only</i>)
MIGRATIONS OR UPDATES:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
PREMIUM SERVICES:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
INCIDENT PACKS:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
INTERNATIONAL: Requires an International Notification Form to be forwarded to your manager, contract specialist, and NASINFO or OGEHINFO.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Payment Terms:	<input checked="" type="checkbox"/> Net 30 <input type="checkbox"/> Other (Specify) _____
Referenced Agreement:	<input checked="" type="checkbox"/> New OLSA

	Other (Specify)
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Customer and Administrative Information – all fields must be filled in	
Customer's EXACT Legal Name:	Factual Data Inc
Business Address:	5200 Hahns Peak Drive
City / State / Zip:	Loveland, CO 80538
Customer Contract Admin:	Roger Gregory-Allen
Phone #:	970-663-5700 Ext 1249
Fax #:	970-663-5572
E-mail ID:	rogerga@factualdata.com
Billing Contact:	Same
(Partner/VAD if Indirect):	
Address:	
City / State / Zip:	
Phone #:	
Fax #:	
E-mail ID:	
Tax Status :	Exempt ____ (Need certificate for ship to state if not on Oracle's Tax Exemption Log)
	Non-Exempt X ____
Shipping Contact:	Same
Address:	
City / State / Zip:	
Phone #:	
Fax #:	
E-mail ID:	
Technical Support Contact:	Same
Address:	
City / State / Zip:	
Phone #:	
Fax #:	
Email ID:	
Partner Name (Indirect):	
Address:	
City / State / Zip:	
Contact Admin:	
Phone #:	
Fax #:	
E-mail ID:	

Education (EPPC)	
Education Prepaid Credit Amount:	\$ _____
Education Discount:	_____ %
Education Revenue:	\$ _____
Education Sales Rep:	

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PROCESSOR/NAMED USER PROGRAMS/COMPUTER PROGRAMS (REQUIRED INFORMATION)

Make and Operating System required for each program:

Make: Intel

OS: Linux

PROGRAMS:

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Applications			
Will applications be modified:	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	
Will users be accessing modified Apps from the web:	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	
Have all prerequisites been included:	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	
Will users use Fast Forward RPM:	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
Will applications be hosted:	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
Indicate database that Apps will run on:	9i		
Indicate CSI for existing prerequisite database and tools:			

Options not requiring HQAPP, Tier 1, or Tier 2 Approval	
(1)	Order Precedence
(2)	Fail Over
(3)	Segmentation
(4)	

Internal Administrative Information	
Applications Sales Manager	Nathan Polson
Technology Sales Manager	Mathew Wilcox
Account Manager	
OracleDirect Rep	Nancy McMahan
Education Sales Rep	
Support Renewals Rep	
Premium Support Rep	
Migrations Manager	
Is there a teaming agreement?	<input type="checkbox"/> Yes (if yes, list all appropriate reps) <input checked="" type="checkbox"/> No
Requester:	Name: <u>Nate Polson</u> Business Telephone: <u>720-330-8765</u> Cell Phone: <u>303-888-1789</u>